

(4)

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INTERSTATE COMMERCE COMMISSION

2020 LTV CENTER
2001 ROSS AVENUE
DALLAS, TEXAS 75201-2916
TELEPHONE 214 979-6600

December 27, 1988

DEC 27 1988 3-50 PM

Recordation No. 14563

Dear Ms. McGee:

On behalf of First City Leasing Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two enclosed executed counterparts of a secondary document, not previously recorded, entitled Assignment of Note, Security Agreement, Liens and EPA, dated as of December 27, 1988. The aforesaid document relates to that certain Security Agreement, dated January 29, 1985, recorded with the Interstate Commerce Commission under Recordation No. 14563 on January 29, 1985 and should be filed under the next available letter designation under Recordation No. 14563 which we believe will be -B.

The executing Assignor is:

3-362A062

Meritor Savings Bank
(successor by name change
to The Philadelphia Saving
Fund Society)
1234 Market Street
Philadelphia, Pennsylvania 19107

The Assignee in whose favor the document is made is:

First City Leasing Corporation
1001 Main Street
Suite 1550
Houston, Texas 77002

The said Assignment of Note, Security Agreement, Liens and EPA assigns all of the interest of Meritor Savings Bank in and to the aforesaid Security Agreement to First City Leasing Corporation.

The units of equipment covered by the Assignment of Note, Security Agreement, Liens and EPA are the thirty-seven

\$13.00 filing fee

this one
14563-B

ICC OFFICE OF
THE SECRETARY
DEC 27 3 43 PM '88
MOTOR OPERATING UNIT

DEC 27 1988
FAC # 13.00
ICC Washington, D.C.

Christopher D. J. [Signature]

(37) locomotives, identified on Exhibit A to the said document, a copy of which is attached hereto.

A short summary of the document to appear in the ICC Index is as follows:

"Assigns Security Agreement."

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Philip M. Kinkaid
Attorney for the purpose of
this filing for First City
Leasing Corporation

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

a:tranmer.ltr

Exhibit A

Thirty-seven (37) 2000-horsepower EMD Model GP-38-2 locomotives, identified by the following Missouri Pacific Railroad Company numbers:

MP2074	MP2093
MP2075	MP2094
MP2076	MP2095
MP2077	MP2096
MP2078	MP2097
MP2079	MP2098
MP2080	MP2099
MP2081	MP2100
MP2082	MP2101
MP2083	MP2102
MP2084	MP2103
MP2085	MP2104
MP2086	MP2105
MP2087	MP2106
MP2088	MP2107
MP2089	MP2108
MP2090	MP2109
MP2091	MP2110
MP2092	

INTERSTATE COMMERCE COMMISSION

DEC 27 1988 3-50

RECORDATION NO. 14563-B

ASSIGNMENT OF NOTE, SECURITY AGREEMENT, LIENS AND EPA

MERITOR SAVINGS BANK, a Pennsylvania stock savings bank (formerly named the Philadelphia Saving Fund Society), with offices in Philadelphia, Pennsylvania (the "Assignor"), for and in consideration of \$ 5,269,821.88 cash in hand paid to Assignor by FIRST CITY LEASING CORPORATION, a Delaware corporation (the "Assignee"), hereby assigns, transfers, sells and sets over unto Assignee, its successors and assigns all its right, title and interest in and to:

- (a) that certain promissory note dated January 29, 1985 (the "Note") in the original principal amount of \$3,577,704.28, executed by TXL Astra Corporation VI ("TXL Astra") payable to the order of Assignor;
- (b) that certain Security Agreement dated January 29, 1985 (the "Security Agreement") by and between TXL Astra and Assignor, which was recorded with the ICC on January 29, 1985 under Recordation No. 14563;
- (c) that certain Lease of Railroad Equipment dated as of January 10, 1973 by and between Missouri Pacific Railroad Company and The First National Leasing Company, the assignment of which was recorded with the ICC on January 29, 1985 under Recordation No. 6869-B;
- (d) the thirty-seven 2000-horsepower model GP-38-2 locomotives described on Exhibit A hereto;
- (e) that certain Equipment Purchase Agreement Number 1501481 dated January 21, 1985, by and between TXL Astra and International Capital Equipment Limited (the "EPA"); and
- (f) to the extent not covered by paragraphs (a) through (e) above, all rights, titles, interests, claims, liens, securities and equities existing or to exist in connection with or as security for the Note, including,

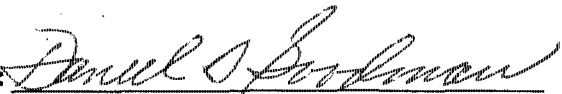
without limitation, all those existing and to exist under the Security Agreement;

each of the items described in paragraphs (a) through (f) being collectively referred to as the "Interests".

The Assignment of the Interests is without recourse and without representations and warranties of any kind, except that Assignor warrants to Assignee that (a) Assignor has not previously transferred, assigned, granted, conveyed, pledged, mortgaged or encumbered the Interests (except that Assignor has executed a Partial Release of even date herewith in favor of TXL Astra, in which Assignor released any security interests and other rights it may hold in and to the seven U-38-B locomotives described on Exhibit B hereto), and (b) Assignor has not previously sold a participation or similar interest in the Note or Security Agreement.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed ~~on~~ December 27, 1988.
as of

MERITOR SAVINGS BANK

By: 
Name: Daniel D. Goodman
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA §
§ SS.
COUNTY OF PHILADELPHIA §

ON THIS, the 22nd day of December, 1988, before me, the undersigned Officer, a Notary Public in and for the Commonwealth and County aforesaid, personally appeared Daniel D. Goodman who acknowledged himself to be a Vice president of Meritor Savings Bank, a Pennsylvania stock savings bank, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the bank by himself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda M. Cecot

Notary Public

My Commission Expires:

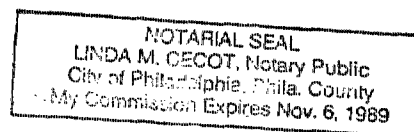


Exhibit A

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MP2086	MP2105
MP2087	MP2106
MP2088	MP2107
MP2089	MP2108
MP2090	MP2109
MP2091	MP2110
MP2092	

Exhibit B

Seven (7) 2250-horsepower GE Model U-23-B locomotives,
identified by the following Missouri Pacific Company numbers:

MP4500
MP4501
MP4502
MP4503
MP4504
MP4505
MP4506